

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

RICHARD WHITLEY, CAROLETA M. DURAN,)
TERRY J. KOCH, MARK D. GRANDY, JOHN)
M. GATES, and SCOTT NEWELL, on behalf of)
themselves and those similarly situated,)

Plaintiffs,

v.

J.P. MORGAN CHASE & CO.; JPMORGAN)
CHASE BANK N.A.; and J.P. MORGAN)
INVESTMENT MANAGEMENT INC., aka J.P.)
MORGAN ASSET MANAGEMENT,)

Defendants.

Case No. 12 cv 2548

The Honorable Vernon S. Broderick

**DECLARATION OF JASON H. KIM IN SUPPORT OF
PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

I, Jason H. Kim, declare and state as follows:

1. I am counsel with the law firm of Schneider Wallace Cottrell Konecky, LLP and represent the Plaintiffs in this action.

2. Exhibit "A" to Plaintiffs' Motion for Class Certification is a true and correct copy of a document entitled "Stable Value FAQ," that I obtained from the website of the Stable Value Investment Association, www.stablevalue.org/media/misc/Stable_Value_FAQ.pdf, on March 5, 2013. Exhibit "A" is filed with this Declaration.

3. Exhibit "B" to Plaintiffs' Motion for Class Certification are true and correct excerpts of *The Handbook of Stable Value Investments*, Frank J. Fabozzi ed. (1998). Exhibit "B" is filed with this Declaration.

4. Exhibit “C” to Plaintiffs’ Motion for Class Certification is a true and correct copy of the 2010 Internal Revenue Service Form 5500 for the Commingled Pension Trust Fund (Intermediate Bond) of JPMorgan Chase Bank, N.A. This document is filed with the IRS and available to the public. Exhibit “C” is filed with this Declaration.

5. Exhibit “D” to Plaintiffs’ Motion for Class Certification is a true and correct copy of the “Investment Guidelines” attachment to the Investment Management Agreement between J.P. Morgan Investment Management Inc. and Hospira, Inc.. This was taken from a document filed under seal as Exhibit “A” to Declaration of Melissa D. Hill in Support of Defendants’ Motion to Dismiss. Exhibit “D” will be lodged with the Court concurrently with the filing of this Declaration.

6. Exhibit “E” to Plaintiffs’ Motion for Class Certification is a true and correct copy of the “Investment Guidelines” attachment to the Investment Management Agreement between J.P. Morgan Investment Management Inc. and Caterpillar Inc Benefit Funds Committee. This was taken from a document filed under seal as Exhibit “B” to Declaration of Melissa D. Hill in Support of Defendants’ Motion to Dismiss. Exhibit “E” will be lodged with the Court concurrently with the filing of this Declaration.

7. Exhibit “F” to Plaintiffs’ Motion for Class Certification is a true and correct copy of the “Investment Guidelines” attachment to the Investment Management Agreement between J.P. Morgan Investment Management Inc. and Mitsubishi Motors North America, Inc. This was taken from a document filed under seal as Exhibit “C” to Declaration of Melissa D. Hill in Support of Defendants’ Motion to Dismiss. Exhibit “F” will be lodged with the Court concurrently with the filing of this Declaration.

8. Exhibit “G” to Plaintiffs’ Motion for Class Certification is a true and correct copy of a document entitled “Essential Metrics for Evaluating Stable Value Strategies,” featuring a “Q&A” with Victoria Paradis who was at the time the Managing Director, Head of the Stable Value Fund Management Group, that I obtained from the JP Morgan website, www.jpmorgan.com/cm/BlobServer/Essential_Metrics_for_Evaluating_Stable_Value_Strategies.pdf, on March 5, 2014. Exhibit “G” is filed with this Declaration.

9. Exhibit “H” to Plaintiffs’ Motion for Class Certification is a true and correct copy of an excerpt from JP Morgan’s website that I obtained from that website, www.jpmorgan.com/pages/stablevalue, on March 5, 2014. Exhibit “H” is filed with this Declaration.

10. Exhibit “I” to Plaintiffs’ Motion for Class Certification is a true and correct copy of a document produced by Defendants in this litigation as JPM-Whitley 012768 -- 012803. Exhibit “I” will be lodged with the Court concurrently with the filing of this Declaration.

11. Exhibit “J” to Plaintiffs’ Motion for Class Certification are true and correct excerpts from quarterly Performance Reports for Hospira, Inc, Caterpillar Inc., and Mitsubishi Motors North America, Inc. for the period ending December 2009 produced by Defendants in this litigation as, respectively, JPM Whitley 002016 – 002026, JPM Whitley 002272 -- 002282, and JPM Whitley 002498 -- 002508. Exhibit “J” will be lodged with the Court concurrently with the filing of this Declaration.

12. Exhibit “K” to Plaintiffs’ Motion for Class Certification are true and correct excerpts from the July 13, 2010 Deposition of Anthony Candelmo, taken in *Am. Century Inv. Mgmt., Inc. v. J.P. Morgan Invest. Holdings LLC*, No. 58 148 Y 00220 9 (Am. Arb. Ass’n.) and

produced by Defendants in this litigation. Exhibit “K” will be lodged with the Court concurrently with the filing of this Declaration.

13. Exhibit “L” to Plaintiffs’ Motion for Class Certification are true and correct excerpts from the May 12, 2010 Deposition of Victoria Paradis, taken in *Am. Century Inv. Mgmt., Inc. v. J.P. Morgan Invest. Holdings LLC*, No. 58 148 Y 00220 9 (Am. Arb. Ass’n.) and produced by Defendants in this litigation. Exhibit “L” will be lodged with the Court concurrently with the filing of this Declaration.

14. Exhibit “M” to Plaintiffs’ Motion for Class Certification is a true and correct copy of a January 2010 letter from Victoria Paradis to “client” and produced by Defendants in this litigation as JPM Whitley 004904 -- 004917. Exhibit “M” will be lodged with the Court concurrently with the filing of this Declaration.

15. Exhibit “N” to Plaintiffs’ Motion for Class Certification is a true and correct copy of a February 28, 2011 letter from the Stable Value Investment Association to the U.S. Commodity Futures Trading Commission and produced by the Stable Value Investment Association as SVIA 000218-000228 pursuant to subpoena. Exhibit “N” is filed with this Declaration.

16. Exhibit “O” to Plaintiffs’ Motion for Class Certification is a true and correct copy of Defendants’ Answer to Plaintiffs’ Second Amended Complaint. Exhibit “O” is filed with this Declaration.

17. Exhibits “P”-“U” to Plaintiffs’ Motion for Class Certification are true and correct copies of account statements that were obtained from Plaintiffs and produced to Defendants in this litigation and numbered, respectively, P1942, P1730, P1137-40 and P1154-1155, P1552-

1549, P1351-1356, and P1865-1872. Exhibits “P”-“U” shall be lodged with the Court concurrently with the filing of this Declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 12, 2014

/s/ Jason H. Kim

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ATTORNEYS FOR PLAINTIFFS AND THE PROPOSED CLASS

CERTIFICATE OF SERVICE

I, Jason H. Kim, hereby certify that on this 12th day of May, 2014, the document to which this certificate is attached was filed electronically with the Court. Notice of this filing will be sent to the following parties through the Court's ecf system:

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s/ Jason H. Kim